



The **WALT DISNEY** Company

Susan L. Fox
Vice President
Government Relations

December 18, 2009

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Ex Parte Presentation in MB Docket No. 07-269; GN Docket No. 09-191;
WC Docket No. 07-52; CSR No. 8233-C; CSR No. 8234-M

Dear Ms. Dortch:

On December 16, 2009, Commissioner Robert McDowell, Rosemary Harold, and Christine Kurth met with the following Disney and ESPN representatives: George Bodenheimer (Co-Chairman Disney Media Networks & President, ESPN and ABC Sports), Ed Durso (EVP of Administration ESPN), Preston Padden (EVP, The Walt Disney Company), Susan Fox (VP, The Walt Disney Company), Troy Dow (VP and Counsel, The Walt Disney Company), and Bill Bailey (VP, The Walt Disney Company). During this meeting, the Disney and ESPN executives addressed several issues.

First, the Disney and ESPN executives reiterated the points made in Disney's Reply Comments in MB Docket No. 07-269 (the Video Competition Report Proceeding), stressing that the negotiation of retransmission consent agreements should be left to the private marketplace and that the FCC should not intervene in those negotiations or require interim carriage of broadcast stations. The Disney and ESPN executives responded (again) to unsupported tying allegations against Disney, citing to the three affidavits on this subject that Disney has filed in various FCC proceedings. The Disney and ESPN executives also referred to an attached press release, which explained that during the last retransmission consent cycle, Disney offered free retransmission consent to 91 small cable operators (out of a total of 113 cable operators with whom Disney negotiates retransmission consent).

With respect to ESPN360.com, the Disney and ESPN executives stressed that the business model for ESPN360.com has nothing to do with net neutrality and stressed the facts regarding ESPN360.com that are set forth in Disney's Reply Comments (that ESPN360.com now is available to approximately 50 million broadband subscribers; that it provides access to thousands of full game telecasts, many of which would not otherwise be available; that ESPN does not force any distributor to carry any of its



products; and that ESPN.com is ESPN's advertising-supported site offering more sports video online than anybody). Further, Disney/ESPN discussed and submitted the attached Empiris paper regarding the economics of ESPN360.com.

During this same meeting, the Disney and ESPN executives also raised the issues of Internet piracy and distributed the attached paper prepared by The Information Technology & Innovation Foundation.

Pursuant to Section 1.1206 of the Commission's rules, an original and one copy of this letter are being filed as notice of this meeting. The proceedings at issue are not restricted and therefore presentations are permitted, but must be disclosed.

Sincerely,

A handwritten signature in blue ink, appearing to read "Susan L. Fox", written in a cursive style.

Susan L. Fox

cc: Commissioner Robert McDowell
Rosemary Harold
Christine Kurth



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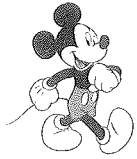
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cc: Chairman Julius Genachowski
Sherrese Smith
Paul deSa
David Goldman



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Dear Ms. Dortch:

On December 16, 2009, Commissioner Mignon Clyburn and Rick Kaplan met with the following Disney and ESPN representatives: George Bodenheimer (Co-Chairman Disney Media Networks & President, ESPN and ABC Sports), Ed Durso (EVP of Administration ESPN), Preston Padden (EVP, The Walt Disney Company) and Susan Fox (VP, The Walt Disney Company). During this meeting, the Disney and ESPN executives addressed several issues.

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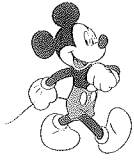
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cc: Commissioner Mignon Clyburn
Rick Kaplan



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Dear Ms. Dortch:

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cc: Commissioner Meredith Baker
Brad Gillen
Millie Kerr